



ITC CORPORATION LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 372)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of ITC Corporation Limited (the "Company") will be held at Conference Room, 11th Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Friday, 26th November, 2004 at 11:00 a.m., for the purpose of considering and, if thought fit, passing the following resolution, which will be proposed as ordinary resolution of the Company:

ORDINARY RESOLUTION

"THAT:

- (a) the provisional sale and purchase agreement (the "**Provisional Sale and Purchase Agreement**") dated 20th October, 2004 (a copy of which is tabled at the meeting and marked "A" and initialled by the chairman of the meeting for identification purpose) entered into between Great Treasure Assets Limited and Great Intelligence Limited (the "**Purchaser**"), a wholly-owned subsidiary of the Company, in respect of the acquisition by the Purchaser of the property known as the whole of the 30th Floor and Car Parking Spaces Nos. 4087, 4088, 4089 and 4043 on 4th Floor, Bank of America Tower, No. 12 Harcourt Road, Hong Kong and the transactions contemplated thereunder be and are hereby approved; and
- (b) the directors of the Company be and are hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements (including the formal agreement (the "**Formal Agreement**") to be executed pursuant to the Provisional Sale and Purchase Agreement) and to do all such acts or things as they may consider necessary, desirable or expedient in connection with or to give effect to the Provisional Sale and Purchase Agreement, the Formal Agreement and the completion thereof."

By Order of the Board
ITC Corporation Limited
Law Hon Wa, William
Company Secretary

Hong Kong, 11th November, 2004

Registered Office
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Place of Business in Hong Kong
33rd Floor, Paul Y. Centre
51 Hung To Road
Kwun Tong
Hong Kong

Notes:

- (1) A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and to vote in his stead. A proxy need not be a member of the Company.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing. If the appointer is a corporation, the form of proxy must be under its common seal or under the hand of an officer or attorney duly authorised on its behalf.
- (3) To be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notorially certified copy of such power of attorney must be completed and returned in accordance with the terms printed thereon as soon as possible and in any event by not less than 48 hours before the time appointed for holding the meeting.
- (4) Completion and return of the proxy shall not preclude a member from attending and voting in person at the meeting or at any adjourned meeting (as the case may be) should he so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (5) As at the date of this notice, the board of directors of the Company comprises nine directors, of which (i) six are executive directors, namely Dr. Chan Kwok Keung, Charles, Mr. Lau Ko Yuen, Tom, Ms. Chau Mei Wah, Rosanna, Mr. Chan Kwok Hung, Mr. Chan Fut Yan and Mr. Cheung Hon Kit; and (ii) three are independent non-executive directors, namely, Mr. Chuck Winston Calptor, Mr. Lee Kit Wah and Mr. Wong Kam Cheong, Stanley.