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ITC CORPORATION LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 372)

DISCLOSEABLE TRANSACTION DISPOSAL OF PROPERTY

On 26 January 2010, the Vendor, an indirect wholly-owned subsidiary of the Company, entered into the Agreement with the Purchasers to dispose of the Property at a consideration of CAD6,128,000 (equivalent to approximately HK\$45,225,000).

The Disposal constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

On 26 January 2010, the Vendor, an indirect wholly-owned subsidiary of the Company, entered into the Agreement with the Purchasers to dispose of the Property at a consideration of CAD6,128,000 (equivalent to approximately HK\$45,225,000). Details of the Agreement are set out below.

THE AGREEMENT

Parties

Purchasers: Qing Fang, Huang and Wenyan, An

Vendor: Burcon Group Limited, an indirect wholly-owned subsidiary of the Company

To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, the Purchasers are third parties who are independent of and not connected with the Company and any of the directors, chief executive, substantial shareholders of the Company or any of its subsidiaries or any of their respective associates, and are not connected persons of the Company. The Company has not been involved in any previous transaction with the Purchasers in the previous 12 months which would otherwise require aggregation with the Disposal pursuant to Rule 14.22 of the Listing Rules.

Subject matter

Pursuant to the Agreement, the Vendor shall sell and the Purchasers shall acquire the Property, which is located at 4818 Fannin Avenue, Vancouver, B.C., Canada, with vacant possession. The Property is a residential property with gross floor area of 4,991 square feet which is currently vacant and has been accounted for by the Group as land and building in its financial statements.

The net loss both before and after taxation and extraordinary items attributable to the Property for the years ended 31 March 2009 and 2008 were approximately HK\$536,000 and HK\$425,000 respectively, which were attributable to the depreciation provided to write off the fair value of the Property.

Consideration and payment terms

The consideration for the Disposal is CAD6,128,000 (equivalent to approximately HK\$45,225,000) which has been determined after arm's length negotiations between the parties by reference to the market prices of similar properties in the same district.

The consideration for the Disposal shall be payable in cash in the following manner:

- (a) an initial deposit in the sum of CAD306,400 (equivalent to approximately HK\$2,261,000) will be paid by the Purchasers to the real estate brokerage acting for the Purchasers for the Disposal within 24 hours from the removal of the condition that a new first mortgage being made available to the Purchasers. The real estate brokerage shall act as stakeholder and release the deposit to the Vendor on completion of the Disposal; and
- (b) the remaining balance of CAD5,821,600 (equivalent to approximately HK\$42,964,000) shall be paid by the Purchasers to the Vendor upon completion of the Disposal.

Completion

Subject to a new first mortgage being made available to the Purchasers by 1 February 2010, completion of the sale and purchase of the Property shall take place on or before 23 February 2010. In the event the balance payment in (b) above is not paid on the date of completion of the Disposal, the Vendor may at its option terminate the Agreement, and in such event the deposit paid in (a) above will be absolutely forfeited to the Vendor.

REASONS FOR AND BENEFITS OF THE DISPOSAL

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.

The Property was acquired by the Group in 1998. As at 30 September 2009, the unaudited net book value of the Property was approximately HK\$18.7 million. Based on such net book value, a gain of approximately HK\$22.2 million is expected to accrue to the Group upon completion of the Agreement after taking into account the related expenses and tax payable by the Group of approximately HK\$4.3 million. The Directors consider that the Disposal provides an opportunity for the Group to realise a capital gain from the Property and generate additional working capital for the Group. In view of the above, the Directors consider that the terms of the Agreement (including the consideration for the Disposal) are on normal commercial terms and are fair and reasonable, and that the Disposal is in the interests of the Company and of the Shareholders as a whole.

The proceeds from the Disposal, net of related expenses and tax, are expected to be approximately HK\$40.9 million. The Group currently intends to use the net proceeds from the Disposal for repayment of bank loan and as general working capital of the Group.

GENERAL

The Disposal constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following terms have the meanings as set out below:–

“Agreement”	the contract of purchase and sale entered into between the Vendor and the Purchasers for the sale and purchase of the Property
“associates”	has the meaning ascribed to it in the Listing Rules
“Board”	the board of Directors
“Company”	ITC Corporation Limited (Stock Code: 372), a company incorporated in Bermuda with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it in the Listing Rules
“Directors”	directors of the Company
“Disposal”	the disposal of the Property by the Vendor pursuant to the Agreement

“Group”	the Company and its subsidiaries
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Property”	the residential property located at 4818 Fannin Avenue, Vancouver, B.C., Canada
“Purchasers”	Qing Fang, Huang and Wenyan, An
“Shareholder(s)”	the holder(s) of the Shares of the Company
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Burcon Group Limited, a company incorporated in Yukon, Canada and an indirect wholly-owned subsidiary of the Company
“CAD”	Canadian dollars, the lawful currency of Canada
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

In this announcement, unless otherwise stated, for purpose of illustration only, amounts quoted in CAD have been translated into Hong Kong dollars at the rate of CAD1 to HK\$7.38. Such exchange rate has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amounts were or may have been exchanged at this exchange rate or any other rates or at all.

By Order of the Board
ITC Corporation Limited
Lee Hon Chiu
Company Secretary

Hong Kong, 27 January 2010

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. Cheung Hon Kit
Mr. Chan Yiu Lun, Alan

Independent Non-executive Directors:

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