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## **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 B27, Basement, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on 10th November, 2011 at 11:00 a.m., for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the entering into of the conditional sale and purchase agreement dated 9th September, 2011 (the “**Agreement**”) by Hero’s Way Resources Ltd. (the “**Vendor**”), a wholly-owned subsidiary of the Company, as vendor with ITC Properties (Hong Kong) Limited as purchaser (a copy of the Agreement has been produced to the meeting marked “**A**” and initialed by the chairman of the meeting for the purpose of identification) in relation to the sale and purchase of the entire issued share capital of Top Precise Investments Limited (“**Top Precise**”) and the entire amount of the shareholder’s loan owing by Top Precise to the Vendor at the aggregate consideration of HK\$313,000,000 plus the NTAV (as defined in the Agreement) (subject to adjustments) upon the terms and subject to the conditions therein contained be and is hereby approved, confirmed and ratified and the performance of the transactions contemplated thereunder by the Vendor be and is hereby approved; and

- (b) the directors of the Company be and are hereby authorised for and on behalf of the Company to exercise all the powers of the Company and to do all acts and things as they may in their opinion consider necessary, appropriate or desirable in relation to the Agreement and the transactions contemplated thereunder and for the purposes of carrying out, implementing and giving effect to any or all transactions contemplated under the Agreement, including without limitation to the execution, amendment, supplement, delivery, submission and implementation of any documents or agreements.”

By order of the board of directors of  
**ITC Corporation Limited**  
**Lai Kwok Hung, Alex**  
*Company Secretary*

Hong Kong, 26th October, 2011

*Head office and principal place of business  
in Hong Kong:*  
30th Floor  
Bank of America Tower  
12 Harcourt Road  
Central  
Hong Kong

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Notes:*

1. The above resolution will be put to vote at the meeting by way of poll. On voting by poll, each member of the Company shall have one vote for each share of the Company held.
2. Any member of the Company entitled to attend and vote at the meeting of the Company may appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and attend and vote on his behalf at the meeting. A proxy need not be a member of the Company.
3. The instrument appointing a proxy and the 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 shall be delivered to 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 and in any event not less than forty-eight (48) hours before the time appointed for the holding of the meeting or any adjournment thereof (as the case may be) at which the person named in the instrument proposes to vote and, in default, the instrument of proxy shall not be treated as valid.

4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary is proved, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts. The board of directors of the Company may, nevertheless, require such evidence as it shall deem necessary as to the due execution of the instrument of proxy and the due authorisation of the same.
5. Completion and return of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting or any adjournment thereof or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to have been revoked.
6. In the case of joint registered holders of any share of the Company, any one of such joint holders 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 stand first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

As at the date of this notice, the directors of the Company are as follows:

*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*