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ITC CORPORATION LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 372)

(Warrant Code: 779)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of ITC Corporation Limited (the “Company”) will be held at 11:00 a.m. on Tuesday, 28 April 2009 at B27, Basement, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the fulfilment or waiver (as applicable) of the conditions set out in the underwriting agreement dated 16 March 2009 (the “**Underwriting Agreement**”) made between the Company and Get Nice Securities Limited (“**Get Nice**”), a copy of which has been produced to this meeting marked “**A**” and signed by the Chairman of this meeting for the purpose of identification, and the Underwriting Agreement not being terminated in accordance with its terms:

- (a) the entering into of the Underwriting Agreement by the Company be and is hereby approved, confirmed and ratified and the performance of the transactions contemplated thereunder by the Company be and is hereby approved;
- (b) the issue by way of rights (the “**Rights Issue**”) of not less than 538,922,484 shares of HK\$0.01 each in the share capital of the Company (the “**Rights Shares**”) and not more than 695,036,396 Rights Shares to the shareholders of the Company (the “**Shareholders**”) whose names appear on the register of members of the Company at the close of business on 28 April 2009 (or such other date as Get Nice may agree in writing with the Company) (the “**Record Date**”) other than those Shareholders (the “**Excluded Shareholders**”) whose registered addresses as shown on the register of members of the Company are outside Hong Kong and whom the directors of the Company (the “**Directors**”), after making relevant enquiry, consider it necessary or expedient not to offer the Rights Shares to them on account either of the legal restrictions under the laws of the relevant place(s) or the requirements of the relevant regulatory body or stock exchange in that (those) place(s),

in the proportion of four Rights Shares for every Share then held at the subscription price of HK\$0.20 per Rights Share and otherwise on the terms and conditions as set out in the circular of the Company dated 9 April 2009 (the “**Circular**”) despatched to the Shareholders containing the notice convening this meeting, a copy of the Circular has been produced to this meeting marked “**B**” and signed by the Chairman of this meeting for the purpose of identification, be and is hereby approved;

- (c) the Directors be and are hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the Shareholders and, in particular, the Directors be and are hereby authorised to make such exclusions or other arrangements in relation to the Excluded Shareholders as they may, at their absolute discretion, deem necessary, desirable or expedient;
- (d) the performance of all transactions contemplated under the Rights Issue be and is hereby approved, confirmed and ratified; and
- (e) the Directors be and are hereby authorised to do all acts, deeds and things and to sign and execute all documents as they may, in their absolute discretion, deem necessary, desirable or appropriate to carry out or to give effect to the Rights Issue and any or all transactions contemplated in this resolution.”

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

Hong Kong, 9 April 2009

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. Any Shareholder 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 Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a Shareholder.
2. 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 may require under the Bye-laws shall be deposited at the Company's branch share registrar and transfer office and warrant registrar in Hong Kong, **Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, 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 at which the person named in the instrument proposes to vote and, in default, the instrument of proxy shall not be treated as valid.
3. 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 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.
4. Completion and return of an instrument appointing a proxy shall not preclude a Shareholder 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.
5. In the case of joint registered holders of any Shares, any one of such persons 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 stands 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 board of Directors 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*