

For the month ended (dd/mm/yyyy):

To: Hong Kong Exchanges and Clearing Limited

circular dated 11 March 2009 (the "Circular").

# Monthly Return of Equity Issuer on Movements in Securities

Name of Issuer	ITC Corporation Limited (the "Company")				
Date Submitted	5 May 2009				
I. Movements in Authorised Sha	are Capit	al			
1. Ordinary Shares					
(1) Stock code : <u>372</u>	_Descrip	otion:	Ordin	ary	
		No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)	
Balance at close of preceding me	onth	10,280,000,000	0.10	1,028,000,000	
Increase/(decrease)				-	
Balance at close of the month		102,800,000,000*	0.01*	1,028,000,000	
(2) Stock code :	Descrip	otion:	-		
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding me	onth				
Increase/(decrease)					
Balance at close of the month					

30/04/2009

shares of HK\$0.01 each of the Company had been approved by shareholders at a special general meeting of the Company held on 2 April 2009. The aforesaid details can be referred to the Company's

Stock code : Descr	iption:	-	
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			
3. Other Classes of Shares			
3. Other Classes of Shares  Stock code : Descr	iption :	-	
	iption :  No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Stock code : Descr	No. of other	(State	
	No. of other	(State	capital

- 2 -

### II. Movements in Issued Share Capital

	No. of ordin	ary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	2,694,612,436	-		
Increase/ (decrease) during the month	(2,559,874,530)	-		
Balance at close of the month	134,737,906#	-	<u>-</u>	

## III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Share Options (under	Snare Option	Schemes of the	issuer)		N. C. I.	NT C 1 C
Particulars of share					No. of new shares of issuer issued	No. of new shares of
option scheme including EGM					during the month	issuer which may be issued pursuant thereto
approval date					pursuant thereto	as at close of the month
(dd/mm/yyyy) and -		Movement du	ring the month		pursuant mereto	as at close of the month
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share Option						
Scheme						
adopted on						
( 16/01/2002 )						
ordinary shares	0	0	0	0	0	9,880,000
(Note 1)						
2						
( / / )						
shares						
(Note 1)						
3						
( / / )						
shares						
( <i>Note 1</i> )		<del>-</del>				
			Total A. (Or	dinary shares)	0	
			(Pref	erence shares)		
				(Other class)	-	
Total funds raised dur	ring the month	n from exercise o	of	0		
options (HK\$)				0		

<sup>\*\*</sup>Referring to the Capital Reorganisation as mentioned in the Circular, the total number of issued shares of the Company had been changed from 2,694,612,436 as at 2 April 2009 to 134,730,621 as at 3 April 2009 as disclosed in the next day disclosure return of the Company dated 3 April 2009. Due to exercise of 145,700 warrants of the Company, 7,285 shares were issued in April 2009 and hence the total number of issued shares of the Company as at 30 April 2009 is 134,737,906.

Referring to the announcement of the Company dated 2 April 2009 (the "Announcement"), the exercise price of the share options of the Company was adjusted from HK\$0.385 per share to HK\$7.7 per reorganised share while the number of shares of the Company to be allotted and issued upon exercise of the subscription rights attaching to the share options was adjusted from 197,600,000 shares to 9,880,000 reorganised shares as a result of the Capital Reorganisation with effect from the close of business on 2 April 2009, being the business day immediately preceding the date on which the Capital Reorganisation became effective.

Warrants to	Issue Shares	of the Issue	r which are	to he l	[ isted
warrants to	issue shares	or the issue	a willeli ale	เบเษา	こしりにたけ

warrants to issue Shares of the i	ssuer which are t	o de Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Warrants	_	520.012.006	1.45.500	<b>520 5</b> 60 106	7.005	26020 4004
		538,913,886	145,700	538,768,186	7,285	26,938,409 <sup>*</sup>
( 04 / 11 / 2009 )						
Stock code (if listed)	77	9				
Class of shares	1:	1				
issuable (Note 1)	ordinary					
Subscription price	HK\$4.4 per or	dinary share				
EGM approval date (if applicable)						
(dd/mm/yyyy)	(30/09)	/ 2008 )				
2	(20,0)	2000)				
2.	_					
( / / )						
Stock code (if listed)						
Class of shares		_				
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	( / /	)				
3	_					
	_					
( / / )						
Stock code (if listed)						
Class of shares						
issuable (Note 1)		_				
Subscription price						
EGM approval date (if applicable)						
	( / /	)				
4		,				
( / / )				·		-
0: 1 1 (:61: : 1)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)	, , ,					
(dd/mm/yyyy)	( / /	)				
		Total	R (Ordin	nary shares)	7 285	
		Total		ence shares)		
				Other class)		
			(			

Referring to the Announcement, the subscription price of the warrants of the Company was adjusted from HK\$0.22 per share to HK\$4.4 per reorganised share while the subscription rights of one warrant was adjusted from 1 share to 0.05 reorganised share as a result of the Capital Reorganisation with effect from the close of business on 2 April 2009, being the business day immediately preceding the date on which the Capital Reorganisation became effective. Based on the 538,768,186 warrants outstanding as at 30 April 2009, the number of shares of the Company to be allotted and issued upon exercise of the subscription rights attaching to the warrants would be 26,938,409 reorganised shares.

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new No. of new shares of shares of issuer issued issuer which during the may be issued month pursuant thereto as at pursuant Converted Currency of Amount at close Amount at close of the thereto during the close of the month amount of preceding Class and description outstanding month month month 1. Notes HK\$ 0 200,000,000 0 16,393,442 Stock code (if listed) Class of shares issuable (Note 1) ordinary share Subscription price HK\$ 12.2 per ordinary share EGM approval date (if applicable) (dd/mm/yyyy)) (15/10/2007) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Total C. (Ordinary shares) (Preference shares) -

(Other class)

Referring to the Announcement, the conversion price of the convertible notes of the Company was adjusted from HK\$0.61 per share to HK\$12.2 per reorganised share as a result of the Capital Reorganisation with effect from the close of business on 2 April 2009, being the business day immediately preceding the date on which the Capital Reorganisation became effective.

For Main Board and GEM listed issuers
Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

than under share option senemes)		
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1		
shares (Note 1)		
2		
( / / )		
shares (Note 1)		
3		
shares (Note 1)		
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		

	Type of Issue	in Issued Share Capital			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price: (Subscrip State -tion currency price)	Class of shares issuable (Note 1)  Issue and allotment date: (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)	( / / ) ( 28 /04 /2009 )		_538,951,624 <b>◆</b>
2.	Open offer	At price : State	Class of shares issuable (Note 1)  Issue and allotment date: (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )		
3.	Placing	At price: State currency	Class of shares issuable (Note 1)  Issue and allotment date: (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )		
4.	Bonus issue		Class of shares issuable (Note 1)  Issue and allotment date: (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )		

Pursuant to the prospectus of the Company dated 29 April 2009, the Company announced the rights issue of 538,951,624 rights shares at subscription price of HK\$0.20 per rights share on the basis of four rights shares for every share held on the record date (the "Rights Issue"). The Rights Issue is still subject to the satisfaction or waiver (as applicable) of conditions in accordance with the underwriting agreement dated 16 March 2009 made between the Company and the underwriter.

For Main Board and GEM listed issuers

	Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	71						
			Class of shares issuable (Note 1)				
5.	Scrip dividend	At price : State currency ——	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
			Class of shares repurchased (Note 1)				
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
			Class of shares redeemed ( <i>Note 1</i> )	-			
7.	Redemption of shares		Redemption date: (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
			Class of shares issuable (Note 1)				
8.	Consideration issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
							-

			ŀ	or Main B		EM listed issuers	
	Time of Lague				No. of share: issuer is during mon pursu there	s of shares of ssued issuer whi may be the issued ant pursuant	f ich t at
	Type of Issue					month	
			Class of shares issuable (Note 1)		_		
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
			Class of shares issuable (Note 1)		_		
10.	Other (Please specify)	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
			Total E. (C	)l:	)		
				Ordinary sheference sh			
			(	(Other			
To	otal increase / (decr	ease) in ordinary shares durin	ng the month (i.e. Total of A to I	Ξ):	(1)	7,285	
	`	•	•		(2)	-	
To	otal increase / (decr	ease) in preference shares du	uring the month (i.e. Total of A to	) E):	· · · · · · · · · · · · · · · · · · ·	-	

Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

Remarks (if any):		
Submitted by:	Lee Hon Chiu	
Submitted by:	Lee Hon Cmu	_
Title:	Secretary	
(Director, Sec	cretary or other duly authorised officer)	

## Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.