

Monthly Return of Equity Issuer on Movements in Securities

| For the month ended (dd/mm/yyyy) : | 31/10/2009 |
|------------------------------------|------------|
| | |

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | ITC Corporation Limited (the "Company") |
|----------------|---|
| Date Submitted | 2 November 2009 |

I. Movements in Authorised Share Capital

1. Ordinary Shares

| (1) Stock code : <u>372</u> Descri | tion : Ordinary | | | |
|-------------------------------------|------------------------|----------------------------------|---|--|
| | No. of ordinary shares | Par value (<i>HK\$</i>) | Authorised share capital (HK\$) | |
| Balance at close of preceding month | 102,800,000,000 | 0.01 | 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 :Descri | ption : | - | | |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) | |
| Balance at close of preceding month | | | | |
| Increase/(decrease) | | | | |
| Balance at close of the month | | | | |

2. Preference Shares

| Stock code :Descri | 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

| Stock code : Description : | | | | | | |
|-------------------------------------|--------------------------------|----------------------------------|---|--|--|--|
| | No. of other classes of shares | Par value (State currency) | Authorised share capital (State currency) | | | |
| Balance at close of preceding month | | | | | | |
| Increase/(decrease) | | | | | | |
| Balance at close of the month | | | | | | |

Total authorised share capital at the end of the month (*HK*\$) : 1,028,000,000 (Ordinary)

II. Movements in Issued Share Capital

| | No. of ordina | ary shares | No of preference | No. of other classes |
|--|---------------|------------|------------------|----------------------|
| | (1) | (2) | shares | of shares |
| Balance at close of preceding month | 753,689,530 | _ | - | _ |
| | 199,007,990 | | | |
| Increase/ (decrease) during the month | 1,697 | - | | |
| Balance at close of the month | 753,691,227 | - | | |
| | | | | |

III. Details of Movements in Issued Share Capital

| Share Options (under | r Share Option | Schemes of the | Issuer) | | | |
|-----------------------|----------------|------------------|-----------------|-----------------|-------------------|--------------------------|
| Particulars of share | | | | | No. of new shares | No. of new shares of |
| option scheme | | | | | of issuer issued | issuer which may be |
| including EGM | | | | | during the month | issued pursuant thereto |
| approval date | | Movement du | uring the month | | pursuant thereto | as at close of the month |
| (dd/mm/yyyy) and | | | | | | |
| class of shares | | | a 11 1 | × . | | |
| issuable | Granted | Exercised | Cancelled | Lapsed | | |
| 1. Share Option | | | | | | |
| Scheme | | | | | | |
| adopted on | | | | | | |
| (16/01/2002) | | | | | | |
| ordinary shares | 0 | 0 | 0 | 0 | 0 | 29,447,750 |
| (Note 1) | | | | | | |
| х | | | | | | |
| 2 | | | | | | |
| | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| (Note 1) | | | | | | |
| 2 | | | | | | |
| $\frac{3.}{(1/2)}$ | | | | | | |
| | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | <i></i> | 0 | |
| | | | Total A. (O | rdinary shares) | 0 | |
| | | | (Pre | ference shares) | 0 | |
| | | | | (Other class) | - | |
| Total funds raised du | ring the month | from exercise of | of | | | |
| options (HK\$) | C | | | 0 | | |
| _ | | | | | | |

| warrants to issue Shares of the I | ssuer which are t | o be Listed | | | | |
|--|---------------------------------|---|------------------|---|--|--|
| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal value at close of preceding month | 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 | _ | 538,768,186 | 33,940 | 538,734,246 | | |
| | | units | units | units | 1,697 | 26,936,712 |
| (04 / 11 / 2009) | | | | | | |
| Stock code (if listed) | 77 | 9 | _ | | | |
| Class of shares | | | | | | |
| issuable (Note 1) | ordinary | | _ | | | |
| Subscription price | HK\$1.466 per o | ordinary share | _ | | | |
| EGM approval date (if applicable) | | | | | | |
| (dd/mm/yyyy) | (30/09) | (2008) | | | | |
| 2 | (307.0)7 | 2000) | - | | | |
| | _ | | | | | |
| | | | | | | |
| 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) | | | | | | |
| (dd/mm/yyyy) | (/ / |) | _ | | | |
| 4 | _ | | | | | |
| | | | | | | |
| (/ /) | | | | | | |
| | | | - | | | |
| Class of shares | | | | | | |
| issuable (<i>Note 1</i>) | | | - | | | |
| Subscription price | | | - | | | |
| (if applicable) | | | | | | |
| | (/ / |) | | | | |
| | | | - | | | |
| | | Tota | al B. (Ordin | nary shares) | 1,697 | |
| | | | (Prefere | ence shares) | - | |
| | | | (| Other class) | - | |
| | | | | | | |

For Main Board and GEM listed issuers

| Convertibles (i.e. Convertible | e into Shares of the l | Issuer which are to | be Listed) | | | a issuers |
|---|--------------------------------------|--|----------------------------------|------------------------------------|--|--|
| Class and description | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount 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. Notes | | | | | | |
| Stock code (if listed) | | 200,000,000 | 0 | 200,000,000 | 0 | 48,543,689 |
| Class of shares issuable (<i>Note 1</i>) Subscription price | ordinary s HK\$ 4.12 per ord | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy)) | (15 / 10 / 2 | 2007) | | | | |
| 2 | | | | | | |
| Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) 3 | (/ /) | | | | | |
| | | | | | | |
| Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) 4 | (/ /) | | | | | |
| | | | | | | |
| Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price | | | | | | |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| | | | Total C. (Ordi | nary shares) | 0 | - |
| | | | (Prefer | ence shares) | - | - |
| | | | (| Other class) | - | - |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| 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. The Company made offers to the holders of the existing convertible notes to repurchase the existing convertible notes at their face value | | |
| on 24 September 2009 (the "Repurchase Offer"). The purchase price is to be satisfied by the issue of the convertible notes of the | | |
| Company with an initial conversion price of HK\$0.50 per share, subject to adjustments (the "Repurchase Consideration Notes"). | | |
| By 30 September 2009, the Company received valid acceptance in respect of the existing convertible notes in an aggregate principal | | |
| amount of HK\$128,000,000. | | |
| (For more details, please refer to the circular of the Company | | |
| dated 7 October 2009.) (22/10/2009) | | |
| ordinary shares (Note 1) | | 256,000,000 |
| 2. Pursuant to the placing agreement entered into between the Company and the placing agent on 30 September 2009 (the | | |
| "Placing Agreement"), the placing agent agreed to place, on a best | | |
| efforts basis, the convertible notes of the Company (the "Placing Notes") up to a maximum aggregate principal amount of | | |
| HK\$200,000,000 (less the principal amount of the Repurchase Consideration Notes to be issued pursuant to the Repurchase | | |
| Offer) with an initial conversion price of HK\$0.50 per share, subject to adjustments. The maximum aggregate principal | | |
| amount of the Placing Notes can be issued is HK\$72,000,000. | | |
| (For more details, please refer to the circular of the Company | | |
| dated 7 October 2009.) (22/10/2009) | | |
| ordinary shares (Note 1) | | 144,000,000 |
| 3 | | |
| | | |
| shares (Note 1) | | |
| Total D. (Ordinary shares) | | 400,000,000 |
| (Preference shares) (Other class) | | |
| | | |

| | Type of Issue | 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 |
|----|---------------|----------------------|--|-------|---|--|---|
| | | | Class of shares issuable (<i>Note 1</i>) | | | | |
| 1. | Rights issue | At price : State | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | |
| | | | Class of shares issuable (Note 1) | | | | |
| 2. | Open offer | At price : State | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | |
| | | | Class of shares issuable (Note 1) | | | | |
| 3. | Placing | At price : State | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | |
| | | | Class of shares issuable (<i>Note 1</i>) | | | | |
| 4. | Bonus issue | | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | |

| S. Scrip dividend At price : State currency Issue and allotment (///) S. Scrip dividend At price : State currency Issue and allotment (//) EGM approval date: (///) (dd/mm/yyyy) EGM approval date: (///) Class of shares Class of shares Class of shares (dd/mm/yyyy) EGM approval date: (///) Cancellation date : (///) (dd/mm/yyyy) EGM approval date: (///) | | Type of Issue | | F | For Main 1 | Boar | rd and GEM liss No. of new shares of issuer issued during the month pursuant thereto | ted issuers No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|----|----------------------|---------------------------------|------------------------------------|------------|------|---|--|
| 3. Schpulvidend At price : currency | | | | | | | | |
| Class of shares | 5. | Scrip dividend | At price : State currency —— | | (/ / |) | | |
| 6. Repurchase of shares Cancellation date : (/ /) 6. Repurchase of shares Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) 7. Redemption of shares Class of shares redeemed (Note 1) 7. Redemption of shares Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) 8. Consideration issue At price : State currency Issue and allotment date : (/ /) 8. Consideration issue At price : State currency Issue and allotment date : (/ /) EGM approval date: (/ /) EGM approval date: (/ /) | | | | | (/ / |) | | |
| shares (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) (/ /) Redemption of shares (/ /) Redemption date : (/ /) (dd/mm/yyyy) EGM approval date : (d/mm/yyyy) EGM approval date : | | | | | | | | |
| Bow approval date: $(dd/mm/yyyy)$ (dd/mm/yyyy) | 6. | | | | (/ / |) | | |
| 7. Redemption of shares Redemption date : $(/ /)$ 8. Consideration issue At price : State currency Issue and allotment (/ /) 8. Consideration issue At price : State currency Issue and allotment (/ /) 8. Consideration issue At price : State currency Issue and allotment (/ /) 8. Consideration issue At price : State currency Issue and allotment (/ /) B. Consideration issue At price : State currency Issue and allotment (/ /) | | | | | (/ / |) | | |
| 7. Redemption of shares Redemption date : $(/ /)$ 8. Consideration issue At price : State currency Issue and allotment (/ /) 8. Consideration issue At price : State currency Issue and allotment (/ /) 8. Consideration issue At price : State currency Issue and allotment (/ /) 8. Consideration issue At price : State currency Issue and allotment (/ /) B. Consideration issue At price : State currency Issue and allotment (/ /) | | | | | | | | |
| shares (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) (/ /) Class of shares issuable (/ /) 8. Consideration issue State currency Issue and allotment (/ /) Issue and allotment (/ /) EGM approval date: (/ /) | | | | | | | | |
| Bit is the state of the st | 7. | Redemption of shares | | Redemption date : (dd/mm/yyyy) | (/ / |) | | |
| 8. Consideration issue At price : State currency Issue and allotment date : (d/mm/yyyy) (/ /) EGM approval date: (/ /) | | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| 8. Consideration issue At price : State currency Issue and allotment date : (d/mm/yyyy) (/ /) EGM approval date: (/ /) | | | | | | | | |
| issue At price : currency date : (dd/mm/yyyy) EGM approval date: (/ /) | | | | | | | | |
| EGIT upploval date. | 8. | | At price : State currency | | (/ / |) | | |
| | | | | | (/ / |) | | |

| | Type of Issue | | | | No. of new shares of ssuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-----|---------------------------|------------------------------|---|-----------|---|---|
| 9. | Capital | | | /) | | |
| | reorganisation | | date : (dd/mm/yyyy) EGM approval date: (/ (dd/mm/yyyy) | /) | | |
| | | | | | | |
| | | | Class of shares issuable (<i>Note 1</i>) | | | |
| 10. | Other (Please specify) | At price : State currency | Issue and allotment (/ date : (dd/mm/yyyy) | /) | | |
| | | | EGM approval date: (/ (dd/mm/yyyy) | /) | | |
| | | | | | | |
| | | | Total E. (Ordinary | y shares) | 0 | |
| | | | (Preference | | | |
| | | | (Oth | er class) | - | |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | 1,697 | |
|--|-----|-------|--|
| | (2) | - | |
| Total increase / (decrease) in preference shares during 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 | | |
|----------------|----------------------------------|----------|--|
| 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.*