



# ITC CORPORATION LIMITED

(Incorporated in Bermuda with limited liability)  
(Stock code: 372)

## Form of proxy for use at the Annual General Meeting to be held on Tuesday, 7th September, 2004 at 3:00 p.m.

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.10 each in the capital of ITC CORPORATION LIMITED (the "Company"), hereby appoint <sup>(note 3)</sup> the Chairman of the Meeting or failing him \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Conference Room, 11th Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Tuesday, 7th September, 2004 at 3:00 p.m. and at any adjournment thereof on the undermentioned resolutions as indicated <sup>(note 4)</sup>:

ORDINARY RESOLUTIONS		FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
1.	To receive and consider the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31st March, 2004.		
2.	(a) (i) To re-elect Mr. Chan Fut Yan as a Director.		
	(ii) To re-elect Mr. Lee Kit Wah as a Director.		
	(b) To fix Directors' remuneration.		
3.	To re-appoint Auditors and to authorise the Board of Directors to fix their remuneration.		
4.	(a) To approve the refreshment of the 10% limit on grant of options under the share option scheme.		
	(b) To grant an unconditional mandate to the Directors to allot securities.		
	(c) To grant an unconditional mandate to the Directors to purchase the Company's own securities.		
	(d) To extend the share issue mandate granted to the Directors.		
	(e) To approve the refreshment of the 10% limit on grant of options under the share option scheme of Paul Y. - ITC Construction Holdings Limited.		
<b>SPECIAL RESOLUTION</b>			
5.	To amend the Company's bye-laws.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2004

Signature <sup>(note 5)</sup>: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of ordinary shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, delete the words "the Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. **Any alteration made to this form of proxy must be duly initialled by the person who signs it.**
- Please indicate with a "✓" in the appropriate space beside each resolution how you wish the proxy to vote on your behalf. If this form is returned duly signed, but without any indication as to how your proxy should vote, the proxy may vote for or against the resolution or may abstain at his discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders of any ordinary share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such ordinary 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 ordinary share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the principal place of business of the Company in Hong Kong at 33rd Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting, as the case may be.
- The proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.