



ITC CORPORATION LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 372)

Form of proxy for use at the Special General Meeting to be held on Monday, 15 May 2006 at 11:00 a.m.

I/We ^(note 1) _____

of _____

being the registered holder(s) of ^(note 2) _____ ordinary shares of HK\$0.10 each in the share capital of **ITC CORPORATION LIMITED** (the "Company"), hereby appoint ^(note 3) 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 Special General Meeting of the Company (or at any adjournment thereof) to be held at Conference Room, 11th Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Monday, 15 May 2006 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 4)
1.	To approve the refreshment of the 10% limit on grant of options under the share option scheme.		
2.	To grant an unconditional mandate to the Directors to allot ordinary shares.		
3.	To grant an unconditional mandate to the Directors to purchase the Company's ordinary shares.		
4.	To extend the ordinary share issue mandate granted to the Directors.		

Dated this _____ day of _____ 2006.

Signature ^(note 5) : _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. 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.**
4. 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.
5. 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.
6. In the case of joint registered 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 shares shall alone be entitled to vote in respect thereof.
7. 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, shall be deposited at the principal place of business of the Company in Hong Kong at 30th Floor, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting at which the person named in the instrument purposes to vote.
8. The proxy need not be a shareholder of the Company.
9. Completion and return of this form will not preclude you from attending and voting in person at the Meeting or upon the poll concerned and, in such event, the proxy form shall be deemed to be revoked.