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ITC CORPORATION LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 372)

**DISCLOSEABLE TRANSACTIONS –
SUBSCRIPTION OF SHARES AND CONVERTIBLE NOTES
OF
WONSON INTERNATIONAL HOLDINGS LIMITED
BY
AN INDIRECT WHOLLY-OWNED SUBSIDIARY
OF
HANNY HOLDINGS LIMITED**

15 May 2007

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DEFINITIONS

In this circular, the following expressions have the meanings set out below unless the context otherwise requires:

“associate(s)”	has the meaning as defined in the Listing Rules
“CN”	the redeemable convertible notes to be issued by Wonson pursuant to the Wonson CN Placing Agreement entitling the holders thereof to convert the principal amount thereof into new Wonson Shares at an initial conversion price of HK\$0.17 per Wonson Share (subject to adjustments)
“CN Placing Contract”	the placing contract entered into between Total Wealth and Taifook Securities on 24 April 2007 in relation to the subscription by Total Wealth of the CN in the principal amount of HK\$40,000,000
“connected person(s)”	has the meaning as defined in the Listing Rules
“Conversion Shares”	up to a maximum of 882,352,941 new Wonson Shares which will fall to be issued upon the exercise of the conversion rights attaching to all the CN with principal value of HK\$150,000,000 at an initial conversion price of HK\$0.17 per Wonson Share (subject to adjustments)
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hanny”	Hanny Holdings Limited (stock code: 275), a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the main board of the Stock Exchange, and an indirect non-wholly owned subsidiary of ITC
“Hanny Group”	Hanny and its subsidiaries
“Hanny Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of Hanny
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“ITC” or “Company”	ITC Corporation Limited (stock code: 372), a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the main board of the Stock Exchange
“ITC Ordinary Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“ITC Preference Share(s)”	redeemable convertible preference share(s) of HK\$0.10 each in the share capital of the Company
“Last Trading Day”	14 March 2007, being the last full trading day of the Wonson Shares on the Stock Exchange prior to the suspension of the trading of the Wonson Shares with effect from 10:11 a.m. on Thursday, 15 March 2007 pending the release of the Wonson Announcement
“Latest Practicable Date”	11 May 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Macau”	Macao Special Administrative Region of the PRC
“Model Code”	Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules
“Placing Shares”	the 125,000,000 Wonson Shares conditionally agreed to be subscribed by Total Wealth pursuant to the Share Placing Contract
“PRC”	the People’s Republic of China
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of the ITC Ordinary Share(s) and/or ITC Preference Share(s)
“Share Placing Contract”	the placing contract entered into between Total Wealth and Taifook Securities on 24 April 2007 in relation to the subscription by Total Wealth of the Placing Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriptions”	the subscriptions of the Placing Shares and the CN with principal amount of HK\$40,000,000 by Total Wealth pursuant to the Share Placing Contract and the CN Placing Contract
“Taifook Securities”	Taifook Securities Company Limited, a corporation licensed to carry out Types 1 (dealing in securities), 3 (leveraged foreign exchange trading) and 4 (advising on securities) regulated activities under the SFO and the placing agent for the Wonson Share Placing and the Wonson CN Placing
“Total Wealth”	Total Wealth Investments Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of Hanny
“Wonson”	Wonson International Holdings Limited (stock code: 651), a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the main board of the Stock Exchange
“Wonson Announcement”	the announcement of Wonson dated 22 March 2007
“Wonson CN Placing”	the placing of the CN with aggregate principal amount up to not more than HK\$150,000,000, on a best-effort basis, by Taifook Securities pursuant to the Wonson CN Placing Agreement
“Wonson CN Placing Agreement”	the conditional placing agreement dated 15 March 2007 entered into between Wonson and Taifook Securities in respect of the Wonson CN Placing
“Wonson Group”	Wonson and its subsidiaries
“Wonson Share(s)”	share(s) of nominal value of HK\$0.01 each in the capital of Wonson
“Wonson Share Placing”	the placing, on a best-effort basis, of up to a maximum of 500,000,000 new Wonson Shares by Taifook Securities at HK\$0.16 each pursuant to the Wonson Share Placing Agreement

DEFINITIONS

“Wonson Share Placing Agreement”	the conditional placing agreement dated 15 March 2007 entered into between Wonson and Taifook Securities in respect of the Wonson Share Placing
“Wonson Underwriting Agreement”	the underwriting agreement dated 15 March 2007 entered into between Wonson and Taifook Securities in relation to the underwriting of the Wonson Underwritten Shares
“Wonson Underwritten Shares”	100,000,000 new Wonson Shares to be underwritten by Taifook Securities under the Wonson Underwriting Agreement
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



ITC CORPORATION LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 372)

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

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-executive Directors:

Mr. Chuck, Winston Calptor
Mr. Lee Kit Wah
Hon. Shek Lai Him, Abraham, *JP*

Principal place of business in Hong Kong:
30th Floor, Bank of America Tower
12 Harcourt Road
Central
Hong Kong

15 May 2007

*To the holders of ITC Ordinary Shares and, for information only,
the holders of ITC Preference Shares*

Dear Sir or Madam,

**DISCLOSEABLE TRANSACTIONS –
SUBSCRIPTION OF SHARES AND CONVERTIBLE NOTES
OF
WONSON INTERNATIONAL HOLDINGS LIMITED
BY
AN INDIRECT WHOLLY-OWNED SUBSIDIARY
OF
HANNY HOLDINGS LIMITED**

INTRODUCTION

The Company and Hanny jointly announced on 25 April 2007 that Total Wealth, an indirect wholly-owned subsidiary of Hanny, had entered into (i) the Share Placing Contract on 24 April 2007 with Taifook Securities in relation to the subscription by Total Wealth of 125,000,000 Wonson Shares subject to the terms and conditions set out in the Wonson Share Placing Agreement; and (ii) the CN Placing Contract on 24 April 2007 with Taifook Securities in relation to the subscription by Total Wealth of the CN with principal amount of HK\$40,000,000 subject to the terms and conditions of the Wonson CN Placing Agreement.

The Subscriptions constitute discloseable transactions for the Company under the Listing Rules. The purpose of this circular is to provide you with information on the Subscriptions and further information on the Company.

LETTER FROM THE BOARD

THE SHARE PLACING CONTRACT

Date: 24 April 2007

Parties:

- (a) Total Wealth as the subscriber; and
- (b) Taifook Securities as the placing agent to the Wonson Share Placing.

Dr. Chan Kwok Keung, Charles (Chairman of both ITC and Hanny) held 3,720,000 Wonson Shares (representing approximately 0.70% of Wonson's issued share capital) as at the date of the Share Placing Contract. Save for the above, to the best of the knowledge, information and belief of the Directors, and having made all reasonable enquiries, Taifook Securities and Wonson are third parties independent of the Company and its connected persons.

Subject matter:

Pursuant to the Share Placing Contract, Total Wealth has agreed to take up 125,000,000 Wonson Shares subject to the terms and conditions set out in the Wonson Share Placing Agreement at a price of HK\$0.16 per Wonson Share. The subscription price of HK\$0.16 per Wonson Share is in accordance with the placing price as set out in the Wonson Share Placing Agreement.

The Placing Shares will, when fully paid, rank *pari passu* in all respects with the other Wonson Shares in issue on the date of completion of the Wonson Share Placing Agreement.

The subscription price of HK\$0.16 per Wonson Share represents:

- (i) a discount of approximately 5.9% to the closing price of the Wonson Shares of HK\$0.17 as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 8.6% to the average closing price of approximately HK\$0.175 per Wonson Share for the last five consecutive trading days up to and including the Last Trading Day;
- (iii) a discount of approximately 10.1% to the average closing price of approximately HK\$0.178 per Wonson Share for the last ten consecutive trading days up to and including the Last Trading Day;
- (iv) a discount of approximately 79.5% to the closing price of HK\$0.78 per Wonson Share as quoted on the Stock Exchange on 24 April 2007, being the date of the Share Placing Contract and the CN Placing Contract; and
- (v) a discount of approximately 80.7% to the closing price of HK\$0.83 per Wonson Share as quoted on the Stock Exchange on the Latest Practicable Date.

Conditions:

The obligation of Total Wealth to take up the Placing Shares is conditional upon fulfilment of the conditions precedent to the Wonson Share Placing Agreement. Subject to the terms of the Wonson Share Placing Agreement, the Share Placing Contract is an absolute, binding and irrevocable commitment on the part of Total Wealth.

Completion of the Wonson Share Placing is conditional upon:

- (a) the Listing Committee of the Stock Exchange granting approval for the listing of and permission to deal in the Wonson Shares to be issued under the Wonson Share Placing; and
- (b) the passing by the shareholders of Wonson at its special general meeting of all necessary resolutions in compliance with the Listing Rules to approve the transactions contemplated under the Wonson Share Placing Agreement and the issue of Wonson Shares under the Wonson Share Placing.

LETTER FROM THE BOARD

If any of the above conditions precedent have not been fulfilled on or before 31 May 2007 (or such later date as may be agreed between Wonson and Taifook Securities), the Wonson Share Placing Agreement shall terminate and none of the parties to the Wonson Share Placing Agreement shall have any claim against the other for any costs or losses (save for any antecedent breaches of the Wonson Share Placing Agreement).

As at the Latest Practicable Date, condition (b) had been fulfilled while condition (a) had not been fulfilled.

Settlement:

The placing price for the Placing Shares of HK\$20,000,000 plus 0.004% transaction levy, 0.005% trading fee and 0.25% brokerage commission (which amounts to HK\$20,051,800 in aggregate) shall be payable by Total Wealth to Taifook Securities in cash on a date to be notified by Taifook Securities.

THE CN PLACING CONTRACT

Date: 24 April 2007

Parties:

- (a) Total Wealth as the subscriber; and
- (b) Taifook Securities as the placing agent in relation to the Wonson CN Placing.

Subject matter:

Pursuant to the CN Placing Contract, Total Wealth has agreed to take up the CN with principal amount of HK\$40,000,000 at par subject to the terms and conditions set out in the Wonson CN Placing Agreement.

Conditions:

The obligation of Total Wealth to take up the CN is conditional upon fulfilment of the conditions precedent to the Wonson CN Placing Agreement. Subject to the terms of the Wonson CN Placing Agreement, the CN Placing Contract is an absolute, binding and irrevocable commitment on the part of Total Wealth.

Completion of the Wonson CN Placing Agreement is conditional upon:

- (a) the Listing Committee of the Stock Exchange having granted (either unconditionally or subject only to conditions to which Wonson does not reasonably object) listing of and permission to deal in the Conversion Shares; and
- (b) the passing by the shareholders of Wonson at its special general meeting of all necessary resolutions in compliance with the Listing Rules to approve the transactions contemplated under the Wonson CN Placing Agreement and the issue of the Conversion Shares.

If any of the above conditions precedent to the Wonson CN Placing Agreement have not been fulfilled on or before 31 May 2007 (or such later date as may be agreed between Wonson and Taifook Securities), the Wonson CN Placing Agreement shall lapse and become null and void and the parties to the Wonson CN Placing Agreement will be released from all obligations thereunder, save for any liability arising out of any antecedent breaches of the Wonson CN Placing Agreement.

As at the Latest Practicable Date, condition (b) had been fulfilled while condition (a) had not been fulfilled.

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Settlement:

Completion of the Wonson CN Placing Agreement shall take place on the third business day after the date of fulfilment of the above conditions precedent to the Wonson CN Placing Agreement. The aggregate subscription price for the CN of HK\$40,000,000 shall be payable by Total Wealth to Taifook Securities in cash on a date to be notified by Taifook Securities.

PRINCIPAL TERMS OF THE CN

- Issuer : Wonson
- Maturity date and redemption : The maturity date shall be two years from the date of issue of the CN. Unless previously converted, upon presentation of the CN, Wonson shall redeem the CN on the maturity date at the redemption amount which is 100% of the principal amount of the CN then outstanding plus interest at the rate specified in the CN in respect of the principal amount of the CN being redeemed from (and including) the last day of the immediately preceding interest payment date up to (but excluding) the maturity date.
- Coupon : Interest on the CN shall be calculated at the rate of 4% per annum on the principal amount of the CN from time to time outstanding.
- Conversion rights : A noteholder shall have the right at any time during the conversion period to convert the whole or any part (in authorised denomination of HK\$1,000,000 or integral multiples thereof) of the principal amount outstanding under the CN into Conversion Shares at the conversion price of HK\$0.17 per Conversion Share (subject to adjustments).
- No fraction of a Wonson Share will be issued on conversion and no amount in lieu thereof shall be refunded to the relevant noteholder.
- Ranking of the Conversion Shares : Conversion Shares to be issued upon conversion shall be fully paid, free from any liens, charges, encumbrances, pre-emptive rights or other third party rights and rank pari passu in all respects with all other Wonson Shares in issue on the date of conversion and the noteholder shall be entitled in respect of its Conversion Shares to all dividends and other distributions, the record date for which falls on a date on or after the conversion notice.
- Conversion price : The initial conversion price is HK\$0.17 per Conversion Share (subject to adjustments). The conversion price is subject to usual anti-dilution adjustments in certain events such as share consolidation, share sub-division, reclassification, capitalisation issue, capital distribution, rights issue and other equity or equity derivatives issues.
- Voting : The noteholder will not be entitled to receive notices of, attend or vote at any meetings of Wonson by reason only of it being the noteholder.
- Transferability : The CN may (subject to the provisions of the CN) be transferred to any person. The CN (or any part thereof) may not be assigned or transferred to a connected person of Wonson without the prior written consent of Wonson.
- Any assignment or transfer of the CN shall be of the whole or any part (being an authorised denomination of HK\$1,000,000 or integral multiples thereof) of the outstanding principal amount of the CN.

LETTER FROM THE BOARD

Listing : No application has been or will be made for the listing of the CN on the Stock Exchange or any other stock exchanges. Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Conversion Shares.

The initial conversion price of HK\$0.17 per Conversion Share represents:

- (i) the closing price of the Wonson Shares of HK\$0.17 as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 2.9% to the average closing price of approximately HK\$0.175 per Wonson Share for the last five consecutive trading days up to and including the Last Trading Day;
- (iii) a discount of approximately 4.5% to the average closing price of approximately HK\$0.178 per Wonson Share for the last ten consecutive trading days up to and including the Last Trading Day;
- (iv) a discount of approximately 78.2% to the closing price of HK\$0.78 per Wonson Share as quoted on the Stock Exchange on 24 April 2007, being the date of the Share Placing Contract and the CN Placing Contract; and
- (v) a discount of approximately 79.5% to the closing price of HK\$0.83 per Wonson Share as quoted on the Stock Exchange on the Latest Practicable Date.

SHAREHOLDING STRUCTURE OF WONSON

The following table illustrates the shareholding position of Total Wealth in Wonson based on the shareholding structure of Wonson as disclosed in the Wonson Announcement, assuming (i) the maximum number of Wonson Shares and value of CN are placed under the Wonson Share Placing and the Wonson CN Placing respectively; and (ii) no change in the shareholding structure of Wonson during the period from the Wonson Announcement to the completion of the Wonson Underwriting Agreement, the Wonson Share Placing Agreement and the Wonson CN Placing Agreement:

	As at the date of the Wonson Announcement		Immediately after completion of the Wonson Underwriting Agreement and the Wonson Share Placing Agreement		Immediately after completion of the Wonson Underwriting Agreement, the Wonson Share Placing Agreement and the Wonson CN Placing Agreement on the assumption set out in Note 1		Immediately after completion of the Wonson Underwriting Agreement, the Wonson Share Placing Agreement and the Wonson CN Placing Agreement on the assumption set out in Note 2	
	No. of Wonson Shares	%	No. of Wonson Shares	%	No. of Wonson Shares	%	No. of Wonson Shares	%
The directors of Wonson								
Mr. Chiu Kong	40,000	0.01	40,000	0.00	40,000	0.00	40,000	0.00
Mr. Hui Richard Rui	1,050,000	0.20	1,050,000	0.09	1,050,000	0.05	1,050,000	0.08
	1,090,000	0.21	1,090,000	0.09	1,090,000	0.05	1,090,000	0.08
Total Wealth	–	–	125,000,000	11.05	360,294,117	17.89	360,294,117	26.36
Public shareholders of Wonson								
Subscribers of the Wonson								
Underwritten Shares (Note 3)	–	–	100,000,000	8.84	100,000,000	4.97	100,000,000	7.32
Other subscribers under the Wonson Share Placing Agreement (Note 3)	–	–	375,000,000	33.14	375,000,000	18.62	375,000,000	27.43
Other subscribers of the CN (Note 3)	–	–	–	–	647,058,824	32.13	–	–
Other public shareholders of Wonson	530,555,319	99.79	530,555,319	46.88	530,555,319	26.34	530,555,319	38.81
	530,555,319	99.79	1,005,555,319	88.86	1,652,614,143	82.06	1,005,555,319	73.56
Total	531,645,319	100.00	1,131,645,319	100.00	2,013,998,260	100.00	1,366,939,436	100.00

LETTER FROM THE BOARD

Notes:

1. Assuming all the CN with principal amount of HK\$150,000,000 are fully converted into 882,352,941 Conversion Shares at the initial conversion price of HK\$0.17 per Conversion Share.
2. Assuming only the CN with principal amount of HK\$40,000,000 to be subscribed by Total Wealth are fully converted into 235,294,117 Wonson Shares at the initial conversion price of HK\$0.17 per Conversion Share.
3. Assuming that none of the subscribers of the Wonson Underwritten Shares and the other subscribers of the Wonson Shares to be issued under the Wonson Share Placing and the CN will become a substantial shareholder (as defined in the Listing Rules) of Wonson as a result of completion of any of the Wonson Underwriting Agreement, the Wonson Share Placing Agreement and the Wonson CN Placing Agreement.

As at the Latest Practicable Date, no decision has been made as to whether or when or the extent to which the conversion rights attached to the CN are to be exercised by Total Wealth. The extent of exercise of the conversion rights attached to the CN by Total Wealth will depend on a number of factors such as the future financial position and business prospects of the Wonson Group and the market performance of the Wonson Shares.

INFORMATION ON WONSON

As set out in the Wonson Announcement, the Wonson Group is principally engaged in metals trading, sales of communicating products and investments in securities for trading.

According to the annual report of Wonson for the year ended 31 December 2006, the Wonson Group recorded an audited consolidated turnover of approximately HK\$10.6 million and HK\$8.4 million for each of the two years ended 31 December 2005 and 2006 respectively. The audited consolidated loss before and after taxation of the Wonson Group for the year ended 31 December 2005 were both approximately HK\$51.7 million. The audited consolidated loss before and after taxation of the Wonson Group for the year ended 31 December 2006 were both approximately HK\$61.8 million. There were no minority interests in any of the years ended 31 December 2005 and 2006.

The audited consolidated net asset value of the Wonson Group attributable to its shareholders was approximately HK\$145.7 million as at 31 December 2006.

According to the Wonson Announcement, Wonson intends that the aggregate net proceeds from the issue of the Wonson Underwritten Shares, the Wonson Share Placing and the Wonson CN Placing of up to approximately HK\$240.3 million are to be used by the Wonson Group for its general working purposes and natural resources related businesses in the PRC.

REASONS FOR THE SUBSCRIPTIONS

The Company is an investment holding company which directly and indirectly holds strategic investments in a number of listed companies. The principal activities of the Group comprise investment holding, the provision of finance, the provision of management services, property investment, treasury investment, trading of building materials and machinery and the provision and operation of an internet-based precious metals trading platform.

The Hanny Group is principally engaged in the trading of securities, property investment and trading, holding of vessels for sand mining and other strategic investments including investments in (i) a subsidiary whose shares are listed on the Australian Securities Exchange and a subsidiary whose shares are traded on the OTC Bulletin Board in the United States of America; (ii) associated companies whose shares are listed on the Stock Exchange or the Singapore Exchange Limited; and (iii) long-term convertible notes issued by companies whose shares are listed on the Stock Exchange. Hanny is an investment holding company.

LETTER FROM THE BOARD

As disclosed in the Wonson Announcement, the proceeds from the issue of the Wonson Underwritten Shares, the Wonson Share Placing and the Wonson CN Placing of up to approximately HK\$240.3 million are intended to be used by the Wonson Group for its general working purposes and natural resources related businesses in the PRC. The directors of Hanny are positive about the prospects of the natural resources industry and consider that the Subscriptions would provide the Hanny Group with the opportunity to take up a strategic stake in a company through which the Hanny Group will invest in the natural resources related businesses. The conversion rights attached to the CN offer flexibility for Total Wealth to acquire further equity interest in Wonson after evaluating the business of the Wonson Group and the market performance of the Wonson Shares during the two-year tenure of the CN. Based on the above, the directors of Hanny consider that the Subscriptions are in the interests of Hanny and the shareholders of Hanny as a whole and the terms of the Share Placing Contract and the CN Placing Contract are fair and reasonable as far as the shareholders of Hanny are concerned. Based on the above, the Directors also consider that the Subscriptions are in the interests of the Company and the Shareholders as a whole and the terms of the Share Placing Contract and the CN Placing Contract are fair and reasonable as far as the Shareholders are concerned.

FINANCIAL EFFECTS OF THE SUBSCRIPTIONS

At present, the Hanny Group intends to fund the Subscriptions by its internal resources. It is expected that the Subscriptions will not have material impact on the net asset position of the Hanny Group or the Group.

Immediately after completion of the Share Placing Contract and the CN Placing Contract, the Placing Shares and the debt element of the CN will be accounted for as available-for-sale investments, while the conversion option element of the CN will be accounted for as conversion option embedded in convertible notes, all included in the non-current assets in the consolidated accounts of each of ITC and Hanny. There are no provisions in the Share Placing Contract or the CN Placing Contract which give Total Wealth the right to nominate any person as directors of Wonson.

GENERAL

Your attention is drawn to the additional information set out in the appendix to this circular.

Yours faithfully,
For and on behalf of the Board of
ITC Corporation Limited
Dr. Chan Kwok Keung, Charles
Chairman

1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquires, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

2. DISCLOSURE OF INTERESTS

(A) Directors' interests and short positions in shares, underlying shares and debentures of the Company and its associated corporations

As at the Latest Practicable Date, the interests and short positions of the Directors in the shares, underlying shares and debentures of ITC or any associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to ITC and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) and the Model Code and which were required to be entered in the register kept by ITC pursuant to Section 352 of the SFO, were as follows:

(a) *Interests and short positions in shares, underlying shares and debentures of the Company*

Name of Director	Capacity	Long position/ Short position	No. of ITC Ordinary Shares held	Approximate % of the existing issued ordinary share capital of ITC
Chan Kwok Keung, Charles ("Dr. Chan")	Beneficial Owner	Long position	6,000,000	0.32%
Dr. Chan	Interest of controlled corporation (Note)	Long position	642,939,242	34.33%

Note: Galaxyway Investments Limited is a wholly-owned subsidiary of Chinaview International Limited which is, in turn, wholly owned by Dr. Chan. Dr. Chan was deemed to be interested in 642,939,242 ITC Ordinary Shares held by Galaxyway Investments Limited.

(b) *Interests and short positions in shares, underlying shares and debentures of the following associated corporations*(i) *Hanny*

Name of Director	Capacity	Long position/ Short position	No. of Hanny Shares held	No. of underlying Hanny Shares (in respect of unlisted equity derivatives) held	Approximate % of the existing issued share capital of Hanny
Dr. Chan	Interest of controlled corporation (Note 1)	Long position	148,979,504 (Note 1)	–	50.28%
Dr. Chan	Interest of controlled corporations (Note 1)	Long position	–	11,304,682 (Note 1)	3.81%
Dr. Chan	Beneficial owner	Long position	1,627,697	–	0.55%
Dr. Chan	Beneficial owner	Long position	–	315,756 (Note 2)	0.11%
Chan Kwok Chuen, Augustine	Beneficial owner	Long position	1,600,000	–	0.54%
Cheung Hon Kit	Beneficial owner	Long position	6	–	0.00%
Shek Lai Him, Abraham	Beneficial owner	Long position	32	–	0.00%

Notes: 1. The Hanny Shares were held by an indirect wholly-owned subsidiary of ITC. ITC, through its wholly-owned subsidiaries, also held the 2% convertible bonds of Hanny due 2011 with an aggregate principal amount of HK\$101,742,150. Upon full conversion of such convertible bonds at an initial conversion price of HK\$9 per Hanny Share (subject to adjustments), 11,304,682 Hanny Shares would be issued to indirect wholly-owned subsidiaries of ITC.

By virtue of his direct and deemed interests in approximately 34.65% of the existing issued ordinary share capital of ITC, Dr. Chan was deemed to be interested in these Hanny Shares and underlying Hanny Shares.

2. Dr. Chan owned the 2% convertible bonds of Hanny due 2011 in the principal amount of HK\$2,841,810. Upon full conversion of such convertible bonds at an initial conversion price of HK\$9 per Hanny Share (subject to adjustments), 315,756 Hanny Shares would be issued to Dr. Chan.

(ii) *Trasy Gold Ex Limited (“Trasy”)*

Name of Director	Capacity	Long position/ Short position	No. of shares of Trasy held	Approximate % of the existing issued share capital of Trasy
Dr. Chan	Interest of controlled corporation (<i>Note</i>)	Long position	1,568,681,139	56.45%

Note: The shares of Trasy were held by an indirect wholly-owned subsidiary of ITC. By virtue of his direct and deemed interests in approximately 34.65% of the existing issued ordinary share capital of ITC, Dr. Chan was deemed to be interested in these shares of Trasy.

(iii) *PYI Corporation Limited (“PYI”)*

Name of Director	Capacity	Long position/ Short position	No. of shares of PYI held	No. of underlying shares (in respect of the share options (unlisted equity derivatives)) of PYI held	Approximate % of the existing issued share capital of PYI
Dr. Chan	Interest of controlled corporation (<i>Note 1</i>)	Long position	402,368,507	–	26.97%
Dr. Chan	Beneficial owner	Long position	11,915,186	–	0.80%
Chau Mei Wah, Rosanna	Beneficial owner	Long position	–	1,630,000 (<i>Note 2</i>)	0.11%
Chan Fut Yan	Beneficial owner	Long position	–	2,500,000 (<i>Note 2</i>)	0.17%
Cheung Hon Kit	Beneficial owner	Long position	400	–	0.00%
Shek Lai Him, Abraham	Beneficial owner	Long position	2,000	–	0.00%

Notes: 1. The shares of PYI were held by an indirect wholly-owned subsidiary of ITC. By virtue of his direct and deemed interests in approximately 34.65% of the existing issued ordinary share capital of ITC, Dr. Chan was deemed to be interested in these shares of PYI.

2. On 28 December 2004, Ms. Chau Mei Wah, Rosanna and Mr. Chan Fut Yan were granted share options with rights to subscribe for 1,630,000 shares of PYI and 2,500,000 shares of PYI respectively at HK\$1.5 per share of PYI (subject to adjustments) during the period from 28 December 2004 to 26 August 2012.

(iv) *Burcon NutraScience Corporation (“Burcon”)*

Name of Director	Capacity	Long position/ Short position	No. of shares of Burcon held	No. of underlying shares (in respect of the share options (unlisted equity derivatives) of Burcon held	Approximate % of the existing issued share capital of Burcon
Chau Mei Wah, Rosanna	Beneficial owner	Long position	321,074	–	1.30%
Chau Mei Wah, Rosanna	Beneficial owner	Long position	–	61,000	0.25%

(v) *Wing On Travel (Holdings) Limited (“Wing On”)*

Name of Director	Capacity	Long position/ Short position	No. of shares of Wing On held	No. of underlying shares (in respect of unlisted equity derivatives) of Wing On held	Approximate % of the existing issued share capital of Wing On
Dr. Chan	Interest of controlled corporations (Note 1)	Long position	135,740,481	–	22.23%
Dr. Chan	Interest of controlled corporation (Note 1)	Long position	–	379,746,835	62.19%
Dr. Chan	Beneficial owner	Long position	4,529,800	–	0.74%
Cheung Hon Kit	Beneficial owner	Long position	–	4,000,000 (Note 2)	0.66%

Notes: 1. 11,406,000 shares of Wing On were held by an indirect wholly-owned subsidiary of ITC. 124,334,481 shares of Wing On were held by a wholly-owned subsidiary of China Enterprises Limited (“CEL”) of which Group Dragon Investments Limited (“GDI”) indirectly owned approximately 55.22% of the effective equity interest. Hanny indirectly held approximately 98.92% of the existing issued share capital of GDI. ITC indirectly held approximately 50.28% of the existing issued share capital of Hanny and Dr. Chan directly held approximately 0.55% of the existing issued share capital of Hanny. CEL held a convertible exchangeable note in the principal amount of HK\$300,000,000. Upon full conversion of such convertible exchangeable note at an initial conversion price of HK\$0.79 per share of Wing On (subject to adjustments), 379,746,835 shares of Wing On would be issued to CEL. By virtue of his direct and deemed interests in approximately 34.65% of the existing issued ordinary share capital of ITC. Dr. Chan was deemed to be interested in these shares and underlying shares of Wing On.

2. On 22 June 2006, Mr. Cheung Hon Kit was granted share options with rights to subscribe for 4,000,000 shares of Wing On at HK\$0.728 per share of Wing On (subject to adjustments) during the period from 22 June 2006 to 21 June 2008.

Hanny, Trasy, PYI, Burcon and Wing On are associated corporations of ITC within the meaning of Part XV of the SFO.

Dr. Chan was, by virtue of his direct and deemed interest in approximately 34.65% of the existing issued ordinary share capital of ITC, deemed to be interested in the shares and underlying shares (in respect of equity derivatives), if any, of the associated corporations (within the meaning of Part XV of the SFO) of ITC held by the Group under Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executives of ITC had, under Divisions 7 and 8 of Part XV of the SFO, nor were they taken to or deemed to have under such provisions of the SFO, any interests and short positions in the shares, underlying shares or debentures of ITC or any associated corporations (within the meaning of Part XV of the SFO) which are required to be notified to ITC and the Stock Exchange or any interests which are required to be entered into the register kept by ITC pursuant to Section 352 of the SFO or any interests which are required to be notified to ITC and the Stock Exchange pursuant to the Model Code.

(B) Interests and short positions of substantial shareholders/other persons recorded in the register kept under the SFO

As at the Latest Practicable Date, so far as is known to the Directors, the following parties had an interest or short position in the ITC Ordinary Shares and underlying shares of ITC which would fall to be disclosed to ITC under the provisions of Divisions 2 and 3 of Part XV of the SFO:

(a) Interests and short positions of substantial shareholders in ITC Ordinary Shares and underlying shares of ITC

Name	Capacity	Long position/ Short position	No. of ITC Ordinary Shares held	Approximate % of the existing issued ordinary share capital of ITC
Dr. Chan	Beneficial owner	Long position	6,000,000	0.32%
Dr. Chan	Interest of controlled corporation (<i>Note</i>)	Long position	642,939,242	34.33%
Chinaview International Limited	Interest of controlled corporation (<i>Note</i>)	Long position	642,939,242	34.33%
Galaxyway Investments Limited	Beneficial owner (<i>Note</i>)	Long position	642,939,242	34.33%
Ng Yuen Lan, Macy	Interest of spouse (<i>Note</i>)	Long position	648,939,242	34.65%
PMA Capital Management Limited	Investment manager	Long position	196,854,500	10.51%

Note: Galaxyway Investments Limited is a wholly-owned subsidiary of Chinaview International Limited which is, in turn, wholly owned by Dr. Chan. Ms. Ng Yuen Lan, Macy is the spouse of Dr. Chan. Chinaview International Limited, Dr. Chan and Ms. Ng Yuen Lan, Macy were deemed to be interested in the ITC Ordinary Shares held by Galaxyway Investments Limited.

(b) Interests and short positions of other persons in ITC Ordinary Shares and underlying shares of ITC

Name	Capacity	Long position/ Short position	No. of ITC Ordinary Shares held	No. of underlying shares (in respect of listed equity derivatives) of ITC held	Approximate % of the existing issued ordinary share capital of ITC
CEF Holdings Limited ("CEF Holdings")	Interest of controlled corporations (<i>Note</i>)	Long position	2,773,046	–	0.15%
CEF Holdings	Interest of controlled corporations (<i>Note</i>)	Long position	–	213,015,153	11.37%
Canadian Imperial Bank of Commerce	Interest of controlled corporations (<i>Note</i>)	Long position	2,773,046	–	0.15%
Canadian Imperial Bank of Commerce	Interest of controlled corporations (<i>Note</i>)	Long position	–	213,015,153	11.37%
Cheung Kong (Holdings) Limited ("CKH")	Interest of controlled corporations (<i>Note</i>)	Long position	2,773,046	–	0.15%
CKH	Interest of controlled corporations (<i>Note</i>)	Long position	–	213,015,153	11.37%
Li Ka-Shing Unity Trustee Company Limited ("TUT1")	Trustee (<i>Note</i>)	Long position	2,773,046	–	0.15%
TUT1	Trustee (<i>Note</i>)	Long position	–	213,015,153	11.37%
Li Ka-Shing Unity Trustee Corporation Limited ("TDT1")	Trustee & beneficiary of a trust (<i>Note</i>)	Long position	2,773,046	–	0.15%
TDT1	Trustee & beneficiary of a trust (<i>Note</i>)	Long position	–	213,015,153	11.37%
Li Ka-Shing Unity Trustcorp Limited ("TDT2")	Trustee & beneficiary of a trust (<i>Note</i>)	Long position	2,773,046	–	0.15%
TDT2	Trustee & beneficiary of a trust (<i>Note</i>)	Long position	–	213,015,153	11.37%

Name	Capacity	Long position/ Short position	No. of ITC Ordinary Shares held	No. of underlying shares (in respect of listed equity derivatives) of ITC held	Approximate % of the existing issued ordinary share capital of ITC
Li Ka-shing	Interest of controlled corporations & founder of discretionary trusts (Note)	Long position	2,773,046	–	0.15%
Li Ka-shing	Interest of controlled corporations & founder of discretionary trusts (Note)	Long position	–	213,015,153	11.37%
Deutsche Bank Aktiengesellschaft	Security interest	Long position	185,946,795	–	9.93%

Note: So far as known to the Directors, the number of ITC Ordinary Shares and underlying shares (in respect of listed equity derivatives) of ITC held by Asialand Investment Limited (“Asialand”) and CEF (Capital Markets) Limited (“CEF Capital Markets”) were 50,849,968 and 164,938,231 respectively. CEF Capital Markets was wholly owned by CEF Holdings. Asialand was wholly owned by CEF M B Investments Limited which was in turn wholly owned by CEF Holdings.

Each of CKH and CIBC Holdings (Cayman) Limited was entitled to exercise or control the exercise of one-third or more of the voting power at the general meetings of CEF Holdings. CIBC Holdings (Cayman) Limited was wholly owned by Canadian Imperial Bank of Commerce. CEF M B Investments Limited was deemed to be interested in the ITC Ordinary Shares and/or underlying shares (in respect of listed equity derivatives) of ITC held by Asialand. CEF Holdings, CIBC Holdings (Cayman) Limited and Canadian Imperial Bank of Commerce were all deemed to be interested in the ITC Ordinary Shares and underlying shares (in respect of listed equity derivatives) of ITC held by Asialand and CEF Capital Markets.

Li Ka-Shing Unity Holdings Limited, of which each of Mr. Li Ka-shing, Mr. Li Tzar Kuoi, Victor and Mr. Li Tzar Kai, Richard was interested in one-third of the entire issued share capital, owned the entire issued share capital of TUT1. TUT1 as trustee of The Li Ka-Shing Unity Trust, together with certain companies which TUT1 as trustee of The Li Ka-Shing Unity Trust was entitled to exercise or control the exercise of more than one-third of the voting power at their general meetings, held more than one-third of the issued share capital of CKH.

In addition, Li Ka-Shing Unity Holdings Limited also owned the entire issued share capital of TDT1 as trustee of The Li Ka-Shing Unity Discretionary Trust (“DT1”) and TDT2 as trustee of another discretionary trust (“DT2”). Each of TDT1 and TDT2 held units in The Li Ka-Shing Unity Trust.

By virtue of the SFO, each of Mr. Li Ka-shing being the settlor and may being regarded as a founder of each of DT1 and DT2 for the purpose of the SFO, CKH, TUT1, TDT1 and TDT2 was deemed to be interested in ITC Ordinary Shares and underlying shares (in respect of listed equity derivatives) of ITC held by Asialand and CEF Capital Markets.

(c) Substantial shareholding in the other members of the Group

As at the Latest Practicable Date, so far as is known to the Directors, the following parties, other than a Director, was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group:

Name of subsidiary	Name of shareholder	% of the issued share capital
Hanny Investment Group Limited	Global Media Limited	35%
Sino Partner Holdings Limited	Tian Pu Jun	17%
China Telecom International Limited	China Telecom Investment Corporation	49%
Earnfull Industrial Limited	Wang Ming Jan	10%
Orion (B.V.I.) Tire Corporation	Coronada Holding Limited	40%
Orion Tire Corporation	Coronada Holding Limited	40%
Ruby Uniforms Limited	Poon Charn Ki, Frederick	10%

Save as disclosed above, the Directors are not aware that there is any party (not being a Director) who, as at the Latest Practicable Date, had an interest or short positions in the ITC Ordinary Shares and underlying shares of ITC which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or had any options in respect of such shares.

3. DIRECTORS' INTERESTS IN COMPETING BUSINESSES

As at the Latest Practicable Date, interests of the Directors in competing businesses which are required to be disclosed pursuant to Rule 8.10 of the Listing Rules were as follows:

Name of Director	Name of entity the businesses of which are considered to compete or likely to compete with the businesses of the Group	Description of businesses of the entity which are considered to compete or likely to compete with the businesses of the Group	Nature of interest of the Director in the entity
Chan Fut Yan	Macau Prime Properties Holdings Limited ("MPP") and its subsidiaries	Property investment in Hong Kong and property development and trading in the PRC (excluding Hong Kong and Macau)	As managing director
Cheung Hon Kit	MPP and its subsidiaries	Property investment in Hong Kong and property development and trading in the PRC (excluding Hong Kong and Macau)	As chairman
	Wing On and its subsidiaries	Property investment in Hong Kong and property development in the PRC (excluding Hong Kong and Macau)	As managing director
	China Development Limited	Property investment in Hong Kong	As a director and shareholder
	Artnos Limited	Property investment in Hong Kong	As a director and shareholder
	Co-Forward Development Ltd.	Property investment in Hong Kong	As a director and shareholder
	Orient Centre Limited	Property investment in Hong Kong	As a shareholder
	Super Time Limited	Property investment in Hong Kong	As a director and shareholder
	Asia City Holdings Ltd.	Property investment in Hong Kong	As a director and shareholder
	Supreme Best Ltd.	Property investment in Hong Kong	As a shareholder

Save as disclosed above, none of the Directors nor their respective associates were interested in any business apart from the Group's businesses which competes or is likely to compete, either directly or indirectly, with the Group's businesses as at the Latest Practicable Date.

4. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered into any existing or proposed service contracts with any member of the Group which is not determinable by the Group within one year without any payment of compensation, other than statutory compensation.

5. LITIGATION

As at the Latest Practicable Date, so far as the Directors are aware, no litigation or claims which is in the opinion of the Directors of material importance was known to the Directors to be pending or threatened against any member of the Group.

6. GENERAL

- (i) The secretary and the qualified accountant of the Company is Law Hon Wa, William, *CPA, FCCA*.
- (ii) The registered office of the Company is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and the principal place of business of the Company in Hong Kong is at 30th Floor, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong.
- (iii) The principal share registrar and transfer office of the Company is Butterfield Fund Services (Bermuda) Limited of Rosebank Centre, 11 Bermudiana Road, Pembroke, Bermuda and the branch share registrar and transfer office of the Company in Hong Kong is Secretaries Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.
- (iv) The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.