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## **ITC CORPORATION LIMITED**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 372)

(Warrant Code: 779)

### **(1) RESULT OF THE SPECIAL GENERAL MEETING AND (2) DESPATCH OF THE PROSPECTUS DOCUMENTS**

#### **RESULT OF THE SGM**

At the SGM held on 28 April 2009, the ordinary resolution approving the Rights Issue was duly passed.

#### **DESPATCH OF THE PROSPECTUS DOCUMENTS**

The Prospectus Documents will be despatched to the Qualifying Shareholders on 29 April 2009 and the Prospectus will be despatched to the Excluded Shareholders and the holders of the Convertible Notes and/or the Warrants, for their information only, on 29 April 2009.

Reference is made to the circular issued by the Company on 9 April 2009 (the “Circular”) in relation to, among others, the Rights Issue. Capitalised terms defined in the Circular shall have the same meanings when used herein, unless the context requires otherwise.

#### **RESULT OF THE SGM**

The Company announces that at the SGM held on 28 April 2009, the ordinary resolution approving the Rights Issue (the “Ordinary Resolution”) was duly passed by the Independent Shareholders by way of poll.

As at the date of the SGM, the total number of Reorganised Shares in issue was 134,737,906. As stated in the Circular, Dr. Chan and his associates (who together held an aggregate of 46,853,291 Reorganised Shares, representing approximately 34.78% of the issued share capital of the Company as at the date of the SGM) were required to and they did abstain from voting in favour of the Ordinary Resolution at the SGM. As such, a total of 87,884,615 Reorganised Shares, representing

approximately 65.22% of the issued share capital of the Company as at the date of the SGM, were held by the Independent Shareholders who were entitled to attend and vote for or against the Ordinary Resolution at the SGM. None of the Shareholders were entitled to vote only against the Ordinary Resolution at the SGM.

The result of the voting on the Ordinary Resolution taken by poll at the SGM was as follows:-

Resolution proposed at the SGM	FOR	AGAINST	Total number of votes
	Number of votes (%)	Number of votes (%)	
Ordinary Resolution	26,067,783 (92.54%)	2,102,089 (7.46%)	28,169,872

The Company's branch share registrar and transfer office and warrant registrar in Hong Kong, Tricor Secretaries Limited, acted as the scrutineer for the purpose of ascertaining the number of votes at the SGM.

#### **DESPATCH OF THE PROSPECTUS DOCUMENTS**

The Company will proceed with the Rights Issue in accordance with the expected timetable as set out in the Circular. Subject to the registration of the Prospectus Documents in Hong Kong, the Prospectus Documents will be despatched to the Qualifying Shareholders on 29 April 2009. The Prospectus will be despatched to the Excluded Shareholders and the holders of the Convertible Notes and/or the Warrants, for their information only, on 29 April 2009.

By order of the Board  
**ITC Corporation Limited**  
**Lee Hon Chiu**  
*Company Secretary*

Hong Kong, 28 April 2009

As at the date of this announcement, the Directors are as follows:

*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  
 Mr. Chan Yiu Lun, Alan

*Independent non-executive Directors:*

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