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ITC CORPORATION LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 372)

DISCLOSEABLE TRANSACTION RELATING TO DISPOSALS OF INVESTMENT IN LISTED SECURITIES

On 13 January 2010, Great Intelligence, an indirect wholly-owned subsidiary of the Company, disposed of the Sale Shares, representing approximately 0.15% of the issued share capital of Big Media as at the date of the Disposal based on the information as disclosed on the official website of the Stock Exchange, on the Stock Exchange at an average price of approximately HK\$0.110 per Sale Share. The proceeds, after deducting relevant expenses, from the Disposal amount to approximately HK\$2.1 million which will be used as general working capital of the Group.

As the applicable percentage ratio in respect of the Disposal, when aggregated with the Previous Disposals, exceeds 5% but less than 25%, the aggregation of the Previous Disposals and the Disposal constituted a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

THE DISPOSAL

On 13 January 2010, Great Intelligence, an indirect wholly-owned subsidiary of the Company, disposed of the Sale Shares, representing approximately 0.15% of the issued share capital of Big Media as at the date of the Disposal based on the information as disclosed on the official website of the Stock Exchange, on the Stock Exchange at an average price of approximately HK\$0.110 per Sale Share. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the purchaser(s) and their respective ultimate beneficial owner(s) are third party(ies) independent of the Company and its connected persons (as defined under the Listing Rules).

The prices of the Sale Shares were determined according to the bid and ask prices of the Big Media Shares as quoted on the Stock Exchange. The average price of approximately HK\$0.110 per Sale Share under the Disposal represents:

- (i) a discount of approximately 1.79% to the closing price of the Big Media Shares of HK\$0.112 as quoted on the Stock Exchange on 12 January 2010;
- (ii) a premium of approximately 7.63% over the average of the closing prices of the Big Media Shares as quoted on the Stock Exchange for the last 5 consecutive trading days up to and including 12 January 2010 of approximately HK\$0.1022 per Big Media Share; and
- (iii) a premium of approximately 8.59% over the average of the closing prices of the Big Media Shares as quoted on the Stock Exchange for the last 10 consecutive trading days up to and including 12 January 2010 of approximately HK\$0.1013 per Big Media Share.

THE PREVIOUS DISPOSALS

Great Intelligence had disposed of an aggregate of 164,100,000 Big Media Shares on the Stock Exchange at a total consideration of approximately HK\$17.1 million in the 12-month period immediately before the date of the Disposal. The prices of the sale of the Big Media Shares under the Previous Disposals were determined according to the bid and ask prices of the Big Media Shares as quoted on the Stock Exchange at the material time. The average price per Big Media Share under the Previous Disposals was approximately HK\$0.104. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the purchaser(s) and their respective ultimate beneficial owner(s) in respect of the Previous Disposals are third party(ies) independent of the Company and its connected persons (as defined under the Listing Rules). The acquisition cost of the Big Media Shares under the Previous Disposals amounted to approximately HK\$9.0 million and the Group recorded a gain from the Previous Disposals of approximately HK\$8.0 million. The net proceeds from the Previous Disposals were approximately HK\$17.0 million which have been utilised as general working capital of the Group.

INFORMATION ON BIG MEDIA

The Big Media Group is principally engaged in (i) the production and sales of videos and films, licensing of video and copyrights/film rights, (ii) artiste management and (iii) sales and distribution of telecommunications products.

According to the annual report of Big Media for the year ended 30 June 2009, the Big Media Group recorded audited loss (both before and after income tax expenses) attributable to the equity holders of Big Media of approximately HK\$33.8 million and HK\$25.5 million for the financial years ended 30 June 2009 and 30 June 2008 respectively. As at 30 June 2009, the Big Media Group recorded audited consolidated net assets of approximately HK\$37.1 million. Big Media has not declared any dividend for each of the two financial years ended 30 June 2009 and 30 June 2008 respectively.

REASONS FOR THE PREVIOUS DISPOSALS AND THE DISPOSAL

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, provision of finance, property investment and treasury investment.

The Big Media Shares under the Previous Disposals and the Disposal were acquired by the Group during 2007 and were designated as available-for-sale investments in the consolidated financial statements of the Company. Changes in fair value of the Big Media Shares under the Previous Disposals and the Disposal were recognised in the consolidated statement of comprehensive income of the Company.

Having considered the recovery in the Hong Kong stock market during 2009, the Group has been gradually disposing of its investments in listed securities including the Big Media Shares, with a view to realising capital gains from its investments as well as generating cash inflow for general working capital uses. The acquisition cost of the Sale Shares amounted to approximately HK\$1.0 million and the Group will record a gain from the Disposal of approximately HK\$1.1 million.

The proceeds from the Disposal, after deducting relevant expenses, amount to approximately HK\$2.1 million and will be used as general working capital of the Group. Immediately after the Disposal, the Group remains to be interested in 56,820,000 Big Media Shares, representing approximately 0.44% of the issued share capital of Big Media as at the date hereof based on the information as disclosed on the official website of the Stock Exchange. Such Big Media Shares will continue to be accounted for as available-for-sale investments in the accounts of the Group.

In view of the above, the Board considered that it is an opportune time to dispose of its investment in the Big Media Shares, and the terms of the Previous Disposals and the Disposal are fair and reasonable and are in the interests of the Company and its shareholders as a whole. The Group will consider whether to further dispose of the remaining Big Media Shares held by the Group when favorable market conditions arise and the Company will comply with the relevant provisions of the Listing Rules as and when appropriate.

GENERAL

As the applicable percentage ratio in respect of the Disposal, when aggregated with the Previous Disposals, exceeds 5% but less than 25%, the aggregation of the Previous Disposals and the Disposal constituted a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, the following terms have the following meanings:

“Big Media”	Big Media Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8167)
“Big Media Group”	Big Media and its subsidiaries
“Big Media Shares”	ordinary shares of HK\$0.01 each in the share capital of Big Media
“Board”	the board of Directors
“Company”	ITC Corporation Limited, a company incorporated in Bermuda with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 372)
“Director(s)”	director(s) of the Company
“Disposal”	the disposal of the Sale Shares by the Group on the Stock Exchange at an average price of approximately HK\$0.110 per Sale Share
“Great Intelligence”	Great Intelligence Holdings Limited, an indirect wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Previous Disposals”	the disposals of Big Media Shares by the Group on the Stock Exchange in the 12-month period immediately before the date of the Disposal
“Sale Shares”	18,840,000 Big Media Shares disposed of by the Group on 13 January 2010
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“HK\$” Hong Kong dollars

“%” per cent.

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

Hong Kong, 13 January 2010

As at the date of this announcement, the Board comprises:

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*