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ITC CORPORATION LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 372)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of ITC Corporation Limited (the “**Company**”) will be held at B27, Basement, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on Monday, 9 May 2011 at 11:00 a.m., for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the proposed disposal (the “**Proposed Disposal**”) by the Company and/or its subsidiaries (collectively, the “**Group**”) of up to 6,303,775 common shares (the “**Burcon Shares**”) in the share capital of Burcon NutraScience Corporation (“**Burcon**”), a company incorporated in Canada with limited liability and whose shares are listed on The Toronto Stock Exchange (the “**TSX**”) and The Frankfurt Stock Exchange, during the period of 12 months from the date of passing of this resolution (unless revoked or varied by ordinary resolution of the shareholders in general meeting of the Company) (the “**Mandate Period**”) on the terms set out in the circular of the Company dated 19 April 2011 relating to the Proposed Disposal (the “**Circular**”), in particular, amongst others, the following, be and is hereby approved:–
 - (i) the Proposed Disposal may take place by way of placing through block trade(s) to independent third parties by entering into placing agreement(s) with placing agent(s), and/or in the open market on the TSX and/or The Frankfurt Stock Exchange where the Burcon Shares are listed; and
 - (ii) the selling price per Burcon Share to be disposed of by the Group shall not be at a discount of more than 10% to the average of the closing prices of Burcon Shares as quoted on the TSX during the five completed trading days immediately prior to the date on which the relevant disposal takes place, provided that the minimum selling price per Burcon Share shall not be less than C\$9.00 (subject to adjustment in the event of a share consolidation or share subdivision by Burcon); and

- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised for and on behalf of the Company to exercise all the powers of the Company to procure or effect the Proposed Disposal from time to time during the Mandate Period and to do all such acts and things, including but not limited to execution of all documents, which the Directors deem necessary, appropriate or desirable to implement and give effect to the Proposed Disposal and the transactions contemplated thereunder or in connection with the exercise of the Disposal Mandate (as defined in the Circular).”

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

Hong Kong, 19 April 2011

Principal place of business in Hong Kong:

30th Floor
Bank of America Tower
12 Harcourt Road
Central,
Hong Kong

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Notes:

1. The above resolution will be put to vote at the meeting by way of poll. On voting by poll, each member of the Company shall have one vote for each share held in the Company.
2. Any member of the Company entitled to attend and vote at the meeting of the Company may appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and attend and vote on his behalf at the meeting. A proxy need not be a member of the Company.
3. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, together with such evidence as the board of Directors may require under the bye-laws of the Company shall be delivered to the Company’s principal place of business in Hong Kong at 30th Floor, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong, as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for the holding of the meeting or any adjournment thereof at which the person named in the instrument proposes to vote and, in default, the instrument of proxy shall not be treated as valid.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary is proved, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts. The board of Directors may, nevertheless, require such evidence as it shall deem necessary as to the due execution of the instrument of proxy and the due authorisation of the same.

5. Completion and return of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting (or any adjournment thereof) or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to have been revoked.
6. In the case of joint registered holders of any share of the Company, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such 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 stand first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

As at the date of this notice, the board of 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*