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ITC CORPORATION LIMITED

德祥企業集團有限公司*

(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 Tuesday, 2nd December, 2014 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

- I. the entering into of the conditional sale and purchase agreement dated 11th April, 2014 (the “**Agreement**”) and the supplemental agreement dated 23rd September, 2014 (the “**Supplemental Agreement**”) by ITC Investment Holdings Limited (the “**Vendor**”), a wholly-owned subsidiary of the Company, as vendor with, among others, Hanny Investment Group Limited as purchaser (a copy of each of the Agreement and the Supplemental Agreement has been produced to the meeting marked “A” and “B” respectively and initialed by the chairman of the meeting for the purpose of identification) in relation to the sale and purchase of the entire issued share capital of Leaptop Investments Limited (“**Leaptop**”) and the entire amount of the unsecured and interest free loan owing from Leaptop to the Vendor at the aggregate consideration of HK\$575,000,000 upon the terms and subject to the conditions therein be and is hereby approved, confirmed and ratified and the performance of the transactions contemplated thereunder by the Vendor be and is hereby approved; and

* For identification purpose only

II. the directors of the Company and the Vendor be and are hereby generally and unconditionally authorised to do all such acts and things and execute all such documents as they consider necessary or expedient or desirable in connection with or to give effect to the Agreement and the Supplemental Agreement, and to implement the transactions contemplated thereunder pursuant to the terms of the Agreement and the Supplemental Agreement (including without limitation to the execution, amendment, supplement, delivery, submission and implementation of any documents or agreements) and to agree to such variation, amendments or waivers of matters relating thereto as are, in the opinion of the directors of the Company, in the interests of the Company.”

By order of the board of directors of
ITC Corporation Limited
Kam Suet Fan
Company Secretary

Hong Kong, 10th November, 2014

Head office and 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 of the Company held.
- (2) Any member of the Company entitled to attend and vote at the meeting of the Company (and any adjournment thereof) shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting (and any adjournment thereof). A proxy need not be a member of the Company.
- (3) 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 common seal or under the hand of an officer or attorney duly authorised to sign the same. 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 of the Company 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.

- (4) 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 of the Company 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 (as the case may be) at which the person named in the instrument proposes to vote and, in default, the instrument of proxy shall not be treated as valid.
- (5) Delivery of an instrument appointing a proxy shall not preclude a member 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 be revoked.
- (6) Where there are joint holders of any shares, any one of such joint holders may vote, either personally or by proxy, in respect of such shares as if he was solely entitled thereto; but if more than one of such joint holders are present at the meeting (and any adjournment thereof), 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 share shall alone be entitled to vote in respect thereof.
- (7) The Chinese version of the resolution as set out in the notice is for reference only. In the event of any inconsistency, the English version shall prevail.

As at the date of this notice, the board of directors of the Company 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. Chan Yiu Lun, Alan

Independent non-executive directors:

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